

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

March 21, 1991

1-091A005

Ms. Mildred Lee

Recordation

Interstate Commerce Commission
Room 2303

12th and Constitution Avenues, N.W.
Washington, D.C. 20423

17267
RECORDATION NO. FILED 1425

APR 1 1991 -12 55 PM

APR 2 12 51 AM '91
NOTORIALIZING UNIT

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of October 10, 1989, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Railtex, Inc.
4040 Broadway, Suite 200
San Antonio, TX 78209

A description of the railroad equipment covered by the enclosed document is:

Up to twenty-two (22) 60' 70-ton, boxcars bearing marks and numbers as follows:

MMRR 1800 through MMRR 1821, inclusive.

Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Ms. Mildred Lee

March 21, 1991

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Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of October 10, 1989 between Greenbrier Railcar, Inc., Lessor, and Railtex, Inc., Lessee, covering up to twenty-two (22) 60' 70-ton, boxcars bearing marks and numbers as follows:

MMRR 1800 through MMRR 1821, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

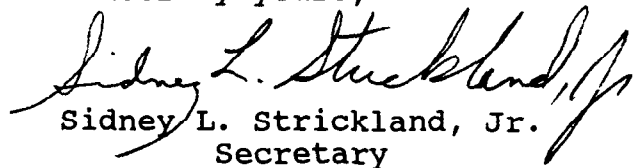
4/1/91

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/1/91 at 12:55PM, and assigned recordation number(s). 17267 and 16996-C.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17267
APR 1 1991 -12 55 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE
BETWEEN
GREENBRIER RAILCAR, INC. ("LESSOR")

AND
RAILTEX, INC. ("LESSEE")

OCTOBER 10, 1989

Memorandum of a Lease Agreement made and entered into as of October 10, 1989 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Railtex, Inc., a Texas corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor up to twenty-two (22) 60' 70-ton, boxcars bearing marks and numbers as follows:

MMRR 1800 through MMRR 1821, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

RAILTEX, INC.

By: *A.P. Valentine*

GREENBRIER RAILCAR, INC.

By: *Norman M. Webb, V.P.*

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 25th day of October, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

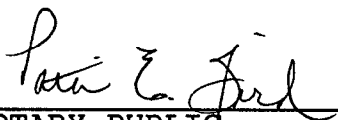


NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF)
)
COUNTY OF Bexar)

On this 31st day of October 1989, before me personally appeared D.P. Valentine, to me personally known, who being by me duly sworn, says that he is Vice President of RAILTEX, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires: 10/2/90